



ENTERED
05/02/2016

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

ULTRA PETROLEUM CORP.,

Debtor.

Tax I.D. No. 98-0483838

) Chapter 11

) Case No. 16-32202

In re:

KEYSTONE GAS GATHERING, LLC,

Debtor.

Tax I.D. No. N/A

) Chapter 11

) Case No. 16-32203

In re:

ULTRA RESOURCES, INC.,

Debtor.

Tax I.D. No. 83-0320643

) Chapter 11

) Case No. 16-32204

In re:

ULTRA WYOMING, INC.,

Debtor.

Tax I.D. No. 45-4916117

) Chapter 11

) Case No. 16-32205

In re:

ULTRA WYOMING LGS, LLC,

Debtor.

Tax I.D. No. 46-1530378

) Chapter 11

) Case No. 16-32206

_____)	
In re:)	Chapter 11
)	
UP ENERGY CORPORATION,)	Case No. 16-32207
)	
Debtor.)	
)	
Tax I.D. No. 80-0044296)	
_____)	
In re:)	Chapter 11
)	
UPL PINEDALE, LLC,)	Case No. 16-32208
)	
Debtor.)	
)	
Tax I.D. No. 47-1717214)	
_____)	
In re:)	Chapter 11
)	
UPL THREE RIVERS HOLDINGS, LLC,)	Case No. 16-32209
)	
Debtor.)	
)	
Tax I.D. No. 46-3867158)	

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408; and this Court having

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 16-32202.

Additionally, the following checked items are ordered:

- a. ☒ One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
- b. ☒ Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. ☒ Other: See below.

2. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr style="border: 0.5px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>In re:</p><p>ULTRA PETROLEUM CORP., <i>et al.</i>,¹</p><p style="text-align: center;">Debtors.</p></div><div style="width: 10%; text-align: center;"><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p></div><div style="width: 10%; vertical-align: top;"><p>Chapter 11</p><p>Case No. 16-32202</p><p>(Jointly Administered)</p></div></div> <hr style="border: 0.5px solid black;"/>	
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1. The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number (if any), are: Ultra Petroleum Corp. (3838); Keystone Gas Gathering, LLC; Ultra Resources, Inc. (0643); Ultra Wyoming, Inc. (6117); Ultra Wyoming LGS, LLC (0378); UP Energy Corporation (4296); UPL Pinedale, LLC (7214); and UPL Three Rivers Holdings, LLC (7158).

3. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

4. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Ultra Petroleum Corp. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Ultra Petroleum Corp., Case No. 16-32202; Keystone Gas Gathering, LLC, Case No. 16-32203; Ultra Resources, Inc., Case No. 16-32204; Ultra Wyoming, Inc., Case No. 16-32205; Ultra Wyoming LGS, LLC, Case No. 16-32206; UP Energy Corporation, Case No. 16-32207; UPL Pinedale, LLC, Case No. 16-32208; UPL Three Rivers Holdings, LLC, Case No. 16-32209. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 16-32202.**

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases. Separate proofs of claim registers will be maintained.

6. Any party in interest may request joint hearings on matters pending in any of these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases .

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: April 30, 2016
Houston, Texas

A handwritten signature in black ink, appearing to read 'Marvin Isgur', is written over a horizontal line.

MARVIN ISGUR

UNITED STATES BANKRUPTCY JUDGE